

MAYER • BROWN

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August 18, 2010

BY EMAIL

Counsel for Debtors

William Wallander
Clayton Hufft
Beth Lloyd

The United States Trustee

Nancy Resnick

Counsel for Creditor's Committee

Richard M. Roberson
Michael S. Hayes

Re: In re TriDimension Energy, LP (Case No. 10-33565-SGJ)

Dear All:

Pursuant to Paragraph 15 of the Court's Agreed Final Order Authorizing Use of Cash Collateral Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on June 29, 2010 (Docket No. 184) (the "Order"), enclosed please find (i) an invoice in the amount of \$103,036.86 from Mayer Brown LLP with respect to fees incurred in the time period from June 1, 2010 through June 30, 2010, and (ii) an invoice in the amount of \$90,594.79 from Conway MacKenzie with respect to fees incurred in the time period from July 1, 2010 through July 31, 2010.

Please let me know if there are any questions.

Sincerely,



Andres G. Romay

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July 26, 2010

Mayer Brown LLP
230 South LaSalle Street
Chicago, IL 60604-1404

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Amegy Bank
2501 North Harwood, 16th Floor
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

For professional services rendered for the period ended June 30, 2010

Re: Tri-Dimension Energy
Matter No: 10100468

Fees	\$98,223.75
Disbursements	<u>4,813.11</u>
Total Fees and Disbursements	<u>\$103,036.86</u>

Reminder statements will be sent for outstanding invoices.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
06/01/10	Romay, Andres G.	Email correspondence regarding conference call on status of sales process.	0.25
06/01/10	Scott, Denise Marie	Review court filings for notices of hearing in preparation of calendar; compile documents.	1.50
06/02/10	Romay, Andres G.	Email correspondence regarding request from documents from attorney representing Baker Hughes and Schlumberger.	0.25
06/02/10	Scott, Denise Marie	Review court filings for the week; confer with S. Swihart regarding hearings scheduled.	0.50
06/03/10	Kelley, Charles S.	Participate in Stephens update call with Banks and Debtor on status of sale process (1.0); conference with J. Murray [REDACTED] (0.5); conference with A. Romay [REDACTED] (0.5).	2.00
06/03/10	McMillan, Christine M.	Review and comment on incumbency certificate; respond to questions regarding initial borrowing via email.	0.75
06/03/10	Propst, Tristan E.	Review issues regarding borrowing request.	0.25
06/03/10	Romay, Andres G.	Conference call with debtor regarding status of sale efforts and various requests from Debtor including consent to farmout of certain interests. Email correspondence with Christine McMillan [REDACTED].	1.75
06/04/10	Snow, Suzanne B.	Assemble, scan and deliver copies of TriDimension UCCs filed in favor of Amegy Bank, revise recording set.	0.75
06/07/10	Kelley, Charles S.	Attention to issues on barge and Pryme (0.5); review agreement (0.25); conference with Wallander and Committee re agreement on barge (1.25); attention to issues on producing documents per request of creditors (0.25).	2.25
06/07/10	Romay, Andres G.	Analyze bankruptcy docket and filing from Pryme regarding its motion seeking relief from the automatic stay. Email correspondence regarding the same. Conference call with debtors' counsel and attorney for Pryme regarding Pryme's request to use that certain barge in Catahoula Lake in Louisiana. Review proposed barge rig agreement and provide comments to it. Email correspondence with Bank Group [REDACTED] Email correspondence regarding the same.	4.75
06/07/10	Snow, Suzanne B.	Organize filed TriDimension mortgages and revise recording schedule and recording set. Reminder statements will be sent for outstanding invoices.	0.50

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Kelley, Charles S.

06/08/10	Kelley, Charles S. Conference with Banks [REDACTED] (0.5); review and approve for banks barge agreement with Pryme (0.5); address Quan Vu's inquiry for materials for committee to analyze (0.75).	1.75
06/08/10	McMillan, Christine M. Email communication regarding [REDACTED]	0.25
06/08/10	Propst, Tristan E. Review inquires regarding DIP financing and unsecured creditors' committee.	0.25
06/08/10	Romay, Andres G. Coordinate production of documents to parties-in-interest that have requested documents. Analyze underlying loan documents and security agreements and mortgages. Review revised barge rig agreement for Pryme's use of the barge on Catahoula lake.	3.00
06/09/10	Propst, Tristan E. Review unsecured creditor's committee requests; correspond regarding same.	0.25
06/09/10	Romay, Andres G. Confer with Charles Kelley regarding [REDACTED]; Email correspondence with Bill Wallander regarding same; Email with Tristan Propst and Christine McMillan regarding the same.	0.75
06/09/10	Snow, Suzanne B. Review TriDimension records and files for documents requested by Gardere Wynne and Sewell.	0.50
06/10/10	Kelley, Charles S. Review Stephens retention and conference with J. Murray [REDACTED] (0.75); draft information objection to debtors re terms of retention agreement (0.75); draft status report for banks [REDACTED] (0.5); attention to production of bank materials to third parties (0.5); updated call for banks [REDACTED] (0.75).	3.25
06/10/10	Propst, Tristan E. Review UCC matters; review response to counsel for unsecured creditors counsel.	0.25
06/10/10	Romay, Andres G. Email correspondence regarding the production of documents to parties-in-interest. Coordinate document production with clerks and paralegals. Email correspondence with Amegy's counsel in connection with the original 2008 financing transaction. Conference call with debtor's regarding status of sale process.	2.00
06/10/10	Scott, Denise Marie Confer with A. Romay regarding document production; confer with C. Carlie regarding same.	0.50
06/10/10	Snow, Suzanne B. Revise TriDimension recording set and prepare draft of UCC-3.	0.50

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Kelley, Charles S.

06/11/10	Carlie, Cereta L. Confer with D. Scott, A. Romy, and L. Gawlik regarding preparation of document production;	0.50
06/11/10	Carlie, Cereta L. Confer with D. Gawlik and A. Romy regarding preparation of document production.	0.25
06/11/10	Gawlik, Lois Converting PDFs to multi-page tifs and brand per A. Romy; export as Concordance and Opticon for loading to a new production database	1.75
06/11/10	Kelley, Charles S. Conference with UBOC (0.5); conference with banks (0.5); correspondence with committee counsel re issues on retention and DIP (0.25); review amended interim budget to include workover costs for salt water disposal and confirmation of revised filing for VE (0.5); conference with various creditors and their counsel seeking loan documents (0.75).	2.50
06/11/10	Romy, Andres G. Email correspondence regarding document production to parties-in-interest. Email correspondence with Amegy's counsel responsible for 2008 financing. Coordinate production of documents.	0.75
06/14/10	Gawlik, Lois Number PDFs and convert to multi-page tifs in order per A. Romy	0.50
06/14/10	Kelley, Charles S. Attention to correspondence from Debtor on professional retention (0.5).	0.50
06/14/10	Romy, Andres G. Email correspondence regarding production of documents to parties-in-interest. Draft letter regarding document production. Analyze draft of cash collateral and DIP proposed final order. Provide written comments regarding the same.	3.75
06/14/10	Scott, Denise Marie Confer with A. Romy and C. Carlie regarding status of document production and additional documents to be produced; coordinate processing of CD between IT and Document Services departments; prepare Legal Key file for CD containing document production; prepare log of documents produced.	1.00
06/15/10	Kelley, Charles S. Correspondence with client (0.5); conference with Committee counsel prior to joint call on retention of professionals (0.75); Bank/Lender call re update on status of case (1.0); conference with Committee and Debtors on CCO/DIP to discuss issues (1.0); conference with Romy (0.5).	3.50
06/15/10	Romy, Andres G.	3.50

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Kelley, Charles S.

Conference call with Rich Roberson, Bill Wallander and Charles Kelley regarding the fees for FTI Consulting and Stephens. Weekly conference call with debtors regarding status of sale process. Email correspondence regarding FTI Consulting and Stephens fees. Email correspondence regarding the committee's objections to the proposed cash collateral/DIP final proposed order. Conference call with John Murray and Charles Kelley [REDACTED]

06/15/10 **Scott, Denise Marie** 0.75
Review Amegy's June 14, 2010 document production; prepare document index and file for same.

06/16/10 **Romay, Andres G.** 3.75
Conference call with Rich Roberson regarding application of FTI consulting and Stephens. Conference call with Clay Huft regarding the various objections to the cash collateral motion and DIP motion. Review and analyze objections filed to the cash collateral and DIP motion. Email correspondence with client [REDACTED]

06/17/10 **Kelley, Charles S.** 2.75
Review revised budget per FTI [REDACTED] (0.75); review committee email/summary of objections for CCO and review edits per same (0.5); attention to motion to seal re Stephens (0.25); review debtors exhibit and witness lists for hearing (0.25); conference with Wallander re issues on sale and dip (0.5); review amendment to credit agreement and DIP order on default provisions for addressing objections (0.5).

06/17/10 **Romay, Andres G.** 3.25
Email correspondence regarding pre-petition claim amount. Conference call with Rich Roberson regarding objections to cash collateral motion. Conference with Charles Kelley [REDACTED]

06/18/10 **Kelley, Charles S.** 3.00
Review and edit revised DIP/CCO per Debtor per objections and recommended resolution (0.5); review objection and Fifth Circuit law on on/in conflict issues (0.5); conference with client [REDACTED] (1.25); edit and revise CCO (0.5); conference with banks [REDACTED] (0.25).

06/18/10 **Romay, Andres G.** 1.50
Attend telephonically court hearing on various first-day motions. Email correspondence regarding the same. Analyze objections to cash collateral motion.

06/19/10 **Kelley, Charles S.** 2.25
Various correspondence with Debtors, client and committee re objections and conflict objection as to VE (0.5); attention to adequate protection liens on prior liens issues and research [REDACTED] (1.25); [REDACTED] (0.5).

06/19/10 **Romay, Andres G.** 2.00
Research regarding [REDACTED]

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06/20/10	Kelley, Charles S. Conference with A Romay [REDACTED] (0.5); Conference with R Roberson and A Romay to discuss Committee's objections to CCO/DIP and to negotiation changes and solutions and professional fees controls and revise order per same (2.75); Respond to Debtors inquiry on banks claim (0.5); manage production issues of banks docs to various creditors (0.25); correspondence to client [REDACTED] (0.25);	3.50
06/20/10	Romay, Andres G. Conference call with Charles Kelley and Rich Roberson regarding objections by the Committee to the cash collateral DIP motion. Email correspondence regarding production of documents to parties in interest. Coordinate the production of documents regarding the same. Draft letter regarding production of documents.	4.25
06/21/10	Carlie, Cereta L. Per A. Romay, prepared documents for production.	3.00
06/21/10	Kelley, Charles S. Attention to production of banking and lien documents to various creditors (0.5); conference with Romay [REDACTED] (0.25); review various revisions to CCO/DIP (0.5); conference with Clay Huft re same & issues of bank (0.25); review of further revisions of CCO (0.75); review objections of various parties and issues of revisions requested by Committee (1.25);	3.50
06/21/10	Romay, Andres G. Travel to Dallas for deposition of Ken Gregg. Attend deposition of Ken Gregg. Meeting with Clay Huft regarding revisions to final proposed order in connection with the debtor's cash collateral and DIP Motion. Confer with Charles Kelley [REDACTED] Review and analyze proposed CCM and DIP Order.	10.25
06/21/10	Scott, Denise Marie Conferences with C. Carlie and A. Romay regarding document production; review CD containing bates-labeled documents and verify bates-number range; prepare production letter; arrange for courier to pick up and deliver package containing production letter and CD.	1.00
06/22/10	Kelley, Charles S. Review draft orders on DIP/CCO Final and review objections in preparation for hearing (1.5); meeting with Amegy [REDACTED] (1.25); attend hearing on various retention of debtors' professionals and VE, including side discussions with Stephens regarding fixing retention and compensation issues for Debtors IBanks (3.0); meeting at VE to discuss form of CCO/DIP final order and resolve objections to form (2.0); attend hearing on final CCO and DIP, and participate in continue discussions to resolve professionals retention for FTI and Stephens for debtors (3.25); outline issues from hearing and retention for report to banks and revisions/edits to order for review (0.75); conference with counsel for Baker Hughes regarding various issues on liens, M&M liens, financing of Graves well completion, and debtors professional retention and conflict objection (1.25);	13.00

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Kelley, Charles S.

06/22/10	Romay, Andres G. Meet with client prior to hearing [REDACTED] [REDACTED] Attend hearings in connection with the debtors motion to enter into DIP financing and for use of cash collateral, the application to employ FTI consulting, the application to employ Stephens, and the application to employ Vinson & Elkins. Meeting during break in the hearings to discuss agreement as to the final form of cash collateral and DIP motion. Return travel to Houston.	13.00
06/23/10	Kelley, Charles S. Review SOFAS and Schedules of Debtor (1.5); conference with Amegy [REDACTED] (0.75); conference with Stephens and banks on sale status (0.75); respond to inquiries from BMO [REDACTED] (0.5); conference with banks [REDACTED] (0.5); draft proposed pay structure for IBanks following lender call and discussions with Stephens yesterday (1.25); conference with Debtors counsel re same (0.25);	5.50
06/23/10	Romay, Andres G. Review final cash collateral DIP order. Conference call regarding Stephens application and revisions to the engagement letter.	3.50
06/23/10	Scott, Denise Marie Complete coding of Amegy documents produced on June 14, 2010; began compiling of documents produced on June 21, 2010.	2.50
06/24/10	Kelley, Charles S. Conference with R Roberson regarding proposal of banks and response by committee on IBanks retention (0.75); conference with Debtors re compensation for ibanks and response of debtors on issues of incentive payment (0.5); attention to proposal from Committee and discussion of same (0.5); conference with Stephens, Committee and Debtors to try and resolve retention of IBanks and compensation structure (2.25); review of FTI retention and agreement (0.5);	4.50
06/24/10	Romay, Andres G. Conference call regarding the application of Stephens. Email correspondence regarding the same. Email correspondence regarding the objection of Baker Hughes to the application to employ Vinson & Elkins.	3.50
06/24/10	Scott, Denise Marie Continue compiling documents produced on June 21, 2010; review and begin coding same in Concordance database.	2.50
06/25/10	Kelley, Charles S.	4.75

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 Kelley, Charles S.

Conference call with parties regarding addressing issues on retention of Stephens (1.25); Corresp w/ banks [REDACTED] (0.25); review of various professionals orders and draft agreements/amendments of retention issues (0.5); conference with VE re orders and status of offers (0.5); conference with potential party in interest for data room introductions (0.25); conference with Wallander re same (0.25); Joint call with VE, Stephens re interested purchaser (0.25); conference with Committee on professionals fee issues and contact of purchasers/debtors (0.5); conference with VE re changes in budget and order (0.5); draft correspondence to banks [REDACTED] (0.5);

06/25/10 **Romay, Andres G.** 8.75
 Travel to Dallas in order to attend hearing regarding the application of Stephens. Review proposed letter agreement to the Stephens engagement letter. Provide comments to letter. Confer with counsel for Stephens regarding objections to proposed engagement letter amendment. Conference call regarding Stephens engagement. Return travel to Houston.

06/28/10 **Folladori, Marc H.** 2.25
 Review draft of Equity Purchase Agreement from Debtors' counsel; comments thereto.

06/28/10 **Kelley, Charles S.** 5.25
 Conference with Debtors' counsel re KERP / KEIP and questions about status (0.5); review amended [REDACTED] offer (0.5); conference with J Murray [REDACTED] (1.25); conference with M Folladori [REDACTED] (0.25); review budget and numbers for approval by banks (0.75); conference with banks on budget and conference with Debtors re same (0.5); correspondence with Borrower about final adjustments to budget and order for execution on DIP / CCO (0.25); review Stephens and FTI engagement letters and form of orders (0.25); conference with A Romay [REDACTED] (0.5); conference with J Murray [REDACTED] (0.5);

06/28/10 **Romay, Andres G.** 9.25
 Travel to Section 341 creditors meeting. Attend hearing. Return travel to Houston.

06/29/10 **Kelley, Charles S.** 10.25

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	Review materials on PSA and [REDACTED] offer (while traveling to Dallas) (1.25); Prepare notes for meeting with client and group meeting on KERP/KEIP (0.25); Meeting with Amegy [REDACTED] [REDACTED] (0.75); Meeting with Debtors, Committee and others regarding proposed retention and incentive plans (3.25); Meeting with Amegy [REDACTED] [REDACTED] (1.25); review PSA (0.5); review form of orders submitted on bankruptcy case (0.25); review sales materials and offer letters and status of sale meetings (per Stephens Chart) (0.75); participate in conference with Stephens, banks and debtors on sale status (0.5); attention to M&M issues on Mississippi and Louisiana law (1.25); outline strategy [REDACTED] (0.25);	
06/29/10	Scott, Denise Marie Code plaintiff's document production in Concordance.	2.00
06/30/10	Kelley, Charles S. Conference with Wallander re Kerp / Keip and discussions internally on [REDACTED] (0.5); Conference with BMO and Amegy [REDACTED] (0.75); Review KERP / KEIP revised chart (0.25); conference with Debtor's counsel regarding various issues on retention of professionals (0.25); attention to draft PSA (0.5).	2.25
	Total Hours	184.75

DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Travel - Airfare	983.70
Travel - Other	311.00
Professional Services	1,598.00
Lexis	114.30
Document Reproduction	17.70
Document Delivery	40.18
Telephone - Conference Calls	97.20
Document Delivery - Office	16.76
Outside Support Services	1,634.27
Total Disbursements	\$4,813.11

Reminder statements will be sent for outstanding invoices.